

HOGAN & HARTSON

2-276A069

COLUMBIA SQUARE
555 THIRTEENTH STREET NW
WASHINGTON, DC 20004-1109
202/637-5600

PETER F. ROUSSELOT
DIRECT DIAL 202/637-5720

6701 ROCKLEDGE DRIVE
BETHESDA, MARYLAND 20817
301/493-0030

111 SOUTH CALVERT STREET
BALTIMORE, MARYLAND 21202
301/659-2700

8300 GREENSBORO DRIVE
MCLEAN, VIRGINIA 22102
703/848-2600

OCT 2 1992-8 3 PM

INTERSTATE COMMERCE COMMISSION

October 2, 1992

Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423
ATTN: Mrs. Mildred Lee

RECORDATION NO. 9911-8

OCT 2 1992-8 3 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and two notarized photostatic copies of the following documents:

1. Eighth Supplemental Trust Agreement executed by Union Tank Car Company, as Company, and The First National Bank of Chicago, as Trustee, dated August 31, 1992.
2. Bill of Sale executed by Union Tank Car Company, as Company, and The First National Bank of Chicago, as Trustee, dated September 18, 1992.

A description of the railroad equipment covered by the enclosed document is set forth in Schedules A and B to the Equipment Trust Agreement.

These documents are to be filed in Recordation No. 9911. The enclosed Trust Agreement is an amendment to the Equipment Trust Agreement dated December 1, 1978.

The names and addresses of the aforementioned parties to the enclosed documents are:

Union Tank Car Company
39 South LaSalle Street
Chicago, Illinois 60603

HOGAN & HARTSON

Sydney L. Strickland
October 2, 1992
Page 2

The First National Bank of Chicago
One First National Plaza
Suite 0126
Chicago, Illinois 60670-0126

Enclosed is a check in the amount of \$32.00 payable to the order of the Interstate Commerce Commission, covering the required recordation fee. Kindly return two stamped photostatic copies of the enclosed document, as well as a stamped photostatic copy of this letter by return messenger.

Please feel free to contact me with any questions which you may have concerning the above.

Sincerely,


Peter F. Rousselot

Enclosures

cc: Patrick J. Allen, Esq.
Sheila Glancy, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

10/2/92

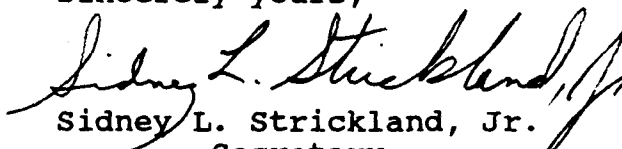
OFFICE OF THE SECRETARY

Hogan & Harton
Columbia Square
555 13th St. N.W.
Washington, D.C. 20004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/2/92 at 3:40pm, and assigned recordation number(s). 9911-Q&R, 10497-S&T & 11858-R & S

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

2911-8

OCT 2 1992 10:44 PM

INTERSTATE COMMERCE COMMISSION

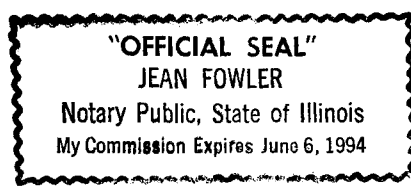
STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Eighth Supplemental Trust Agreement dated as of August 31, 1992 with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 18th day of September, 1992.

Jean Fowler
Notary Public



9911-9
OCT 2 1992-8 12 PM
STATE COMMERCE COMMISSION

EIGHTH SUPPLEMENTAL TRUST AGREEMENT
UNION TANK CAR COMPANY (SERIES P-2)

THIS EIGHTH SUPPLEMENTAL TRUST AGREEMENT, dated as of August 31, 1992, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and The First National Bank of Chicago, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of December 1, 1978, providing for the issue of its Equipment Certificates (Series P-2) in the aggregate principal amount of \$60,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.


3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

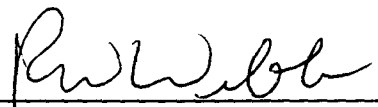
Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: _____

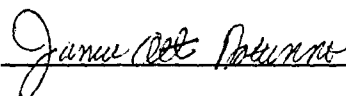

R. C. Gluth,
Executive Vice President

Attest:



Robert W. Webb, Secretary

THE FIRST NATIONAL BANK OF CHICAGO

By: _____

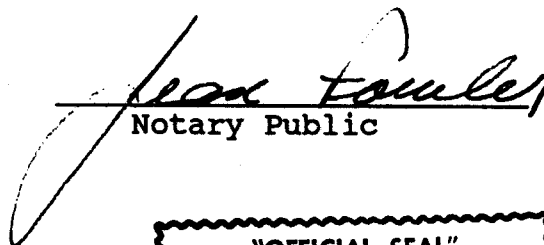


Attest:


Trust Officer

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On August 31, 1992, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.


Notary Public

My Commission Expires:

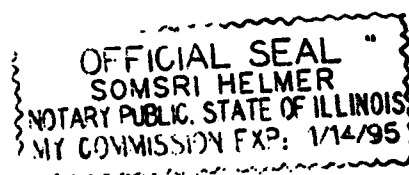


STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 18th day of September, 1992, before me personally came Tanice OTT Bolton, to me known, who, being by me duly sworn, did depose and say that he/she is Assistant Vice President of The First National Bank of Chicago, one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.


Notary Public

My Commission Expires:



PROGRAM ACTB1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: P002

| QUANTITY | A.A.R. MECHANICAL DESIG. CODE | CAPACITY IN GALLONS | ROAD NUMBERS |
|----------|-------------------------------------|---------------------------|---|
| 54 | TM | 13,000 | 60800-60813, 60815- 60837, 60840, 60842- 60857 |
| 23 | TM | 20,000 | 48384-48385, 48389, 48392, 48396, 48401, 48405, 48412, 48414, 48416, 48421-48423, 48425, 48427- 48430, 48432-48433, 48439, 48441, 48443 |
| 7 | TM | 23,500 | 68130, 68132-68134, 68140-68142 |
| 24 | TM | 26,000 | 48364-48365, 48374-48375, 48377-48381, 48398, 48407, 48415, 48420, 48462, 48466, 48474, 48482, 48487, 48490, 48493, 48546, 48611, 48680-48681 |
| 32 | TM | 30,000 | 48442, 48447, 48449-48451, 48453, 48455, 48457- 48458, 48460, 48464, 48469, 48471, 48475, 48478- 48479, 48485, 48488, 48491-48492, 48494, 48497, 48500-48501, 48503-48507, 48617, 48619, 48624 |

140 TOTAL

SCHEDULE B
EQUIPMENT TRUST
P02

PAGE 1

| WCTR CAR | NEW NUMBER |
|-------------|---------------|
| WCTR101700 | QC 074600 |
| WCTR101701 | |
| WCTR101702 | QC 074573 |
| WCTR101703 | |
| WCTR101704 | |
| WCTR101705 | |
| WCTR101706 | QC 074598 |
| WCTR101707 | |
| WCTR101708 | |
| WCTR101709 | QC 074580 |
| WCTR101710 | QC 074578 |
| WCTR101711 | |
| WCTR101712 | |
| WCTR101713 | |
| WCTR101714 | QC 074413 |
| WCTR101715 | |
| WCTR101716 | QC 074554 |
| WCTR101717 | QC 074566 |
| WCTR101718 | |
| WCTR101719 | |
| WCTR101720 | |
| WCTR101721 | |
| WCTR101722 | |
| WCTR101723 | QC 074570 |
| WCTR101724 | QC 074415 |
| WCTR101726 | |
| WCTR101727 | |
| WCTR101728 | |
| WCTR101729 | QC 074603 |
| WCTR101730 | QC 074586 |
| WCTR101731 | |
| WCTR101732 | QC 074538 |
| WCTR101733 | |
| WCTR101734 | |
| WCTR101735 | QC 074557 |
| WCTR101736 | QC 074555 |
| WCTR101737 | |
| WCTR101740 | QC 074577 |
| WCTR101741 | QC 074592 |
| WCTR101742 | QC 074536 |
| WCTR101743 | |
| WCTR101744 | |
| WCTR101745 | QC 074604 |
| WCTR101746 | QC 074420 |
| WCTR101747 | |
| WCTR101748 | |
| WCTR101749 | QC 074563 |
| WCTR101750 | |
| WCTR101751 | |
| WCTR101752 | QC 074426 |

SCHEDULE B
EQUIPMENT TRUST
P02

PAGE 2

| WCTR CAR | NEW NUMBER |
|-------------|---------------|
| WCTR101753 | QC 074447 |
| WCTR101755 | QC 074534 |
| WCTR101756 | |
| WCTR101757 | |
| WCTR101758 | |
| WCTR101759 | |
| WCTR101760 | |
| WCTR101761 | |
| WCTR101762 | |
| WCTR101763 | QC 074575 |
| WCTR101764 | |
| WCTR101765 | |
| WCTR101766 | |
| WCTR101767 | |
| WCTR101769 | |
| WCTR101770 | |
| WCTR101771 | |
| WCTR101772 | |
| WCTR101773 | QC 074424 |
| WCTR101774 | QC 074605 |
| WCTR101775 | QC 074540 |
| WCTR101776 | QC 074543 |
| WCTR101777 | |
| WCTR101778 | QC 074589 |
| WCTR101779 | QC 074531 |
| WCTR101780 | QC 074530 |
| WCTR101781 | QC 074549 |
| WCTR101782 | |
| WCTR101783 | QC 074445 |
| WCTR101784 | |
| WCTR101785 | |
| WCTR101786 | |
| WCTR101787 | QC 074526 |
| WCTR101788 | |
| WCTR101789 | QC 074606 |
| WCTR101790 | QC 074545 |
| WCTR101791 | |
| WCTR101792 | |
| WCTR101793 | QC 074428 |
| WCTR101794 | QC 074429 |
| WCTR101795 | QC 074568 |
| WCTR101796 | |
| WCTR101797 | |
| WCTR101798 | QC 074553 |
| WCTR101799 | QC 074529 |
| WCTR101800 | QC 074547 |
| WCTR101801 | QC 074546 |
| WCTR101802 | QC 074449 |
| WCTR101803 | QC 074556 |
| WCTR101804 | QC 074425 |

SCHEDULE B
EQUIPMENT TRUST
P02

PAGE

3

| WCTR CAR | NEW NUMBER |
|-------------|---------------|
| WCTR101805 | |
| WCTR101806 | |
| WCTR101807 | |
| WCTR101808 | |
| WCTR101809 | QC 074430 |
| WCTR101810 | QC 074583 |
| WCTR101811 | |
| WCTR101812 | |
| WCTR101813 | |
| WCTR101814 | |
| WCTR101815 | |
| WCTR101816 | |
| WCTR101817 | |
| WCTR101818 | QC 074591 |
| WCTR101819 | QC 074532 |
| WCTR101820 | |
| WCTR101821 | |
| WCTR101822 | |
| WCTR101823 | |
| WCTR101824 | QC 074537 |
| WCTR101825 | |
| WCTR101826 | |
| WCTR101827 | QC 074588 |
| WCTR101828 | QC 074596 |
| WCTR101829 | QC 074551 |
| WCTR101830 | QC 074427 |
| WCTR101831 | |
| WCTR101832 | QC 074544 |
| WCTR101833 | |
| WCTR101834 | QC 074579 |
| WCTR101835 | QC 074561 |
| WCTR101836 | QC 074446 |
| WCTR101837 | QC 074593 |
| WCTR101838 | QC 074576 |
| WCTR101839 | QC 074548 |
| WCTR101840 | |
| WCTR101841 | QC 074569 |
| WCTR101842 | QC 074599 |
| WCTR101843 | |
| WCTR101844 | QC 074585 |
| WCTR101845 | QC 074442 |
| WCTR101846 | QC 074440 |
| WCTR101847 | |
| WCTR101848 | |
| WCTR101849 | |
| WCTR101850 | QC 074574 |
| WCTR101851 | |
| WCTR101853 | |
| WCTR101854 | QC 074594 |
| WCTR101855 | |

SCHEDULE B
EQUIPMENT TRUST
P02

PAGE

4

| WCTR CAR | NEW NUMBER |
|-------------|---------------|
| WCTR101856 | |
| WCTR101857 | |
| WCTR101858 | QC 074527 |
| WCTR101859 | QC 074587 |
| WCTR101860 | QC 074581 |
| WCTR101862 | |
| WCTR101863 | QC 074525 |
| WCTR101864 | |
| WCTR101865 | QC 074441 |
| WCTR101866 | |
| WCTR101867 | QC 074584 |
| WCTR101868 | QC 074571 |
| WCTR101869 | |
| WCTR101870 | QC 074582 |
| WCTR101871 | QC 074539 |
| WCTR101872 | |
| WCTR101873 | |
| WCTR101874 | QC 074562 |
| WCTR101875 | |
| WCTR101876 | QC 074597 |
| WCTR101877 | QC 074558 |
| WCTR101878 | |
| WCTR101879 | |
| WCTR101881 | QC 074565 |
| WCTR101882 | QC 074550 |
| WCTR101883 | |
| WCTR101884 | |
| WCTR101885 | QC 074541 |
| WCTR101886 | |
| WCTR101887 | |
| WCTR101888 | QC 074448 |
| WCTR101889 | QC 074552 |
| WCTR101890 | QC 074444 |
| WCTR101891 | QC 074443 |
| WCTR101893 | QC 074564 |
| WCTR101894 | QC 074595 |
| WCTR101895 | QC 074559 |
| WCTR101896 | QC 074528 |
| WCTR101897 | |
| WCTR101898 | |
| WCTR101899 | |